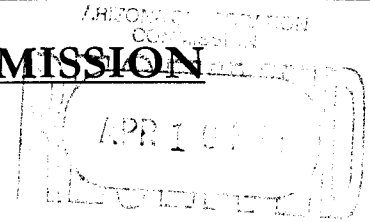


ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION



ANNUAL REPORT MAILING LABEL – MAKE CHANGES AS NECESSARY

B

W-03039A
Brooke Water LLC
P. O. Box 82218
Bakersfield CA 93380

ANNUAL REPORT

FOR YEAR ENDING

12	31	2002
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FOR COMMISSION USE

ANN 04	02
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63 MAY 2003

OK

*Entered
4/30/03
C.M.
2002
assessment
db updated
C.M.*

COMPANY INFORMATION

Company Name (Business Name) BROOKE WATER , LLC

Mailing Address P.O.BOX 82218

(Street)

BAKERSFIELD

CA

93380

(City)

(State)

(Zip)

(661) 633-7546

(800) 748-6981

(661) 428-5453

Telephone No. (Include Area Code)

Fax No. (Include Area Code)

Pager/Cell No. (Include Area Code)

Email Address rth@brookeutilities.com

Local Office Mailing Address P.O.BOX 82218

(Street)

BAKERSFIELD

CA

93380

(City)

(State)

(Zip)

(661) 633-7546

(800) 748-6981

(661) 428-5453

Local Office Telephone No. (Include Area Code)

Fax No. (Include Area Code)

Pager/Cell No. (Include Area Code)

Email Address rth@brookeutilities.com

MANAGEMENT INFORMATION

Management Contact: ROBERT T. HARDCASTLE

(Name)

MANAGING MEMBER

(Title)

P.O.BOX 82218

BAKERSFIELD

CA

93380

(Street)

(City)

(State)

(Zip)

(661) 633-7526

(800) 748-6981

(661) 978-4777

Telephone No. (Include Area Code)

Fax No. (Include Area Code)

Pager/Cell No. (Include Area Code)

Email Address rth@brookeutilities.com

On Site Manager: GARY BROWN

(Name)

9079 RIVERSIDE DR.,

PARKER

AZ

85543

(Street)

(City)

(State)

(Zip)

(928) 667-3336

(928) 667-2527

(928) 669-4986

Telephone No. (Include Area Code)

Fax No. (Include Area Code)

Pager/Cell No. (Include Area Code)

Email Address garyb@brookeutilities.com

Statutory Agent: <u>ROBERT T. HARDCASTLE</u>			
(Name)			
P.O.BOX 82218	BAKERSFIELD	CA	83380
(Street)	(City)	(State)	(Zip)
(661) 633-7526	(800) 748-6981	(661) 978-4777	
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Pager/Cell No. (Include Area Code)	
Attorney: <u>JAY SHAPIRO @ FENNEMORE CRAIG</u>			
(Name)			
3003 N. CENTRAL AVE., STE 2600,	PHOENIX	AZ	85012-2913
(Street)	(City)	(State)	(Zip)
(602) 916-5366	(602) 916-5566	N/A	
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Pager/Cell No. (Include Area Code)	

OWNERSHIP INFORMATION

Check the following box that applies to your company:

- | | |
|---|---|
| <input type="checkbox"/> Sole Proprietor (S) | <input type="checkbox"/> C Corporation (C) (Other than Association/Co-op) |
| <input type="checkbox"/> Partnership (P) | <input type="checkbox"/> Subchapter S Corporation (Z) |
| <input type="checkbox"/> Bankruptcy (B) | <input type="checkbox"/> Association/Co op (A) |
| <input type="checkbox"/> Receivership (R) | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Describe) _____ | |

COUNTIES SERVED

Check the box below for the county/ies in which you are certificated to provide service:

- | | | |
|--|-----------------------------------|-----------------------------------|
| <input type="checkbox"/> APACHE | <input type="checkbox"/> COCHISE | <input type="checkbox"/> COCONINO |
| <input type="checkbox"/> GILA | <input type="checkbox"/> GRAHAM | <input type="checkbox"/> GREENLEE |
| <input checked="" type="checkbox"/> LA PAZ | <input type="checkbox"/> MARICOPA | <input type="checkbox"/> MOHAVE |
| <input type="checkbox"/> NAVAJO | <input type="checkbox"/> PIMA | <input type="checkbox"/> PINAL |
| <input type="checkbox"/> SANTA CRUZ | <input type="checkbox"/> YAVAPAI | <input type="checkbox"/> YUMA |
| <input type="checkbox"/> STATEWIDE | | |

COMPANY NAME: BROOKE WATER LLC

UTILITY PLANT IN SERVICE

Acct. No.	DESCRIPTION	Original Cost (OC)	Accumulated Depreciation (AD)	O.C.L.D (OC less AD)
301	Organization			
302	Franchises			
303	Land and Land Rights	232,332	-	232,332
304	Structures and Improvements	6,930	2,138	4,792
307	Wells and Springs			
311	Pumping Equipment	75,266	34,369	40,897
320	Water Treatment Equipment	51,322	14,991	36,331
330	Distribution Reservoirs and Standpipes	120,822	45,539	75,283
331	Transmission and Distribution Mains	587,571	226,714	360,857
333	Services	9,054	361	8,693
334	Meters and Meter Installations	57,061	16,818	40,243
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	12,335	3,326	9,009
340	Office Furniture and Equipment	22,196	21,494	702
341	Transportation Equipment	22,563	19,489	3,074
343	Tools, Shop and Garage Equipment	2,215	233	1,982
344	Laboratory Equipment			
345	Power Operated Equipment	3,397	191	3,206
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	1,203,064	385,663	817,401

This amount goes on the Balance Sheet Acct. No.108

COMPANY NAME: BROOKE WATER LLC

CALCULATION OF DEPRECIATION EXPENSE FOR CURRENT YEAR

Acct. No.	DESCRIPTION	Original Cost (1)	Depreciation Percentage (2)	Depreciation Expense (1x2)
301	Organization			
302	Franchises			
303	Land and Land Rights	232,332	0.00%	-
304	Structures and Improvements	6,930	4.94%	342
307	Wells and Springs			
311	Pumping Equipment	75,266	4.93%	3,710
320	Water Treatment Equipment	51,322	4.44%	2,278
330	Distribution Reservoirs and Standpipes	120,822	4.50%	5,433
331	Transmission and Distribution Mains	587,571	5.28%	31,031
333	Services	9,054	2.36%	214
334	Meters and Meter Installations	57,061	4.93%	2,812
335	Hydrants			
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment	12,335	4.35%	536
340	Office Furniture and Equipment	22,196	8.03%	1,783
341	Transportation Equipment	22,563	9.09%	2,050
343	Tools, Shop and Garage Equipment	2,215	4.02%	89
344	Laboratory Equipment			
345	Power Operated Equipment	3,397	3.83%	130
346	Communication Equipment			
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	1,203,064	4.19%	50,408

This amount goes on Caomparative Statement of Income and Expense
Acct. No.403.



COMPANY NAME: BROOKE WATER LLC

BALANCE SHEET

Acct. No.	ASSETS	BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	CURRENT AND ACCRUED ASSETS		
131	Cash	\$ 4,175	\$ 7,833
134	Working Funds	900	900
135	Temporary Cash Investments		
141	Customer Accounts Receivable	8,792	25,466
146	Notes/Receivables from Associated Company	2,860,099	2,898,619
151	Plant Materials and Supplies		
162	Prepayments		
174	Miscellaneous Current and Accrued Assets	31,631	32,254
	TOTAL CURRENT AND ACCRUED ASSETS	\$ 2,905,597	\$ 2,965,072
	FIXED ASSETS		
101	Utility Plant in Service	\$ 1,132,083	\$ 1,203,065
103	Property Held for Future Use		
105	Construction Work in Progress	685	1,049
108	Accumulated Depreciation - Utility Plant	(335,255)	(385,663)
121	Not-Utility Property		
122	Accumulated Depreciation - Non Utility		
	TOTAL FIXED ASSETS	\$ 797,513	\$ 818,450
	DEFERRED INCOME TAX DEBITS		
	TOTAL ASSETS	\$ 3,703,110	\$ 3,783,522

COMPANY NAME: BROOKE WATER LLC

BALANCE SHEET (CONTINUED)

Acct. No.	LIABILITIES	BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	CURRENT LIABILITIES		
231	Accounts Payable	\$ 9,293	\$ 15,614
232	Notes Payable (Current Portion)	73,405	
234	Notes/Accounts Payable to Associated Company		
235	Customer Deposits	37,184	40,457
236	Accrued Taxes	20,576	25,429
237	Accrued Interest		
241	Miscellaneous Current and Accrued Liabilities		
	TOTAL CURRENT LIABILITIES	\$ 140,458	\$ 81,499
	LONG-TERM DEBT (Over 12 Months)		
224	Long-term Notes and Bonds	\$ 14,301	\$ -
	Deferred Credits		
251	Unamortized Premium on Debt		
	Refundable Meter Advances	\$ 28,254	\$ 31,397
252	Advances in Aid of Construction	84,769	76,153
255	Accumulated Deferred Investment Tax Credits		
271	Contributions in Aid of Construction	77,964	86,183
272	Less: Amortization of Contributions	(32,345)	(40,552)
281	Accumulated Deferred Income Taxes		
	TOTAL DEFERRED CREDITS	\$ 158,642	\$ 153,181
	TOTAL LIABILITIES	\$ 313,401	\$ 234,680
	CAPITAL ACCOUNTS		
201	Common Stock Issued		
211	Paid In Capital in Excess of Par Value		
215	Retained Earnings		
218	Proprietary Capital (Sole Props & Partnerships)	3,389,709	3,548,843
	TOTAL CAPITAL	\$ 3,389,709	\$ 3,548,843
	TOTAL LIABILITIES AND CAPITAL	\$ 3,703,110	\$ 3,783,522

COMPANY NAME: BROOKE WATER LLC

COMPARATIVE STATEMENT OF INCOME AND EXPENSE

Acct. No.	OPERATING REVENUES	PRIOR YEAR	CURRENT YEAR
461	Metered Water Revenue	\$ 883,464	\$ 906,517
460	Unmetered Water Revenue		
474	Other Water Revenues	17,279	24,823
	TOTAL REVENUES	\$ 900,743	\$ 931,340
	OPERATING EXPENSES		
601	Salaries and Wages	\$ 206,237	\$ 218,235
610	Purchased Water	112	51
615	Purchased Power	29,759	31,944
618	Chemicals	7,195	7,964
620	Repairs & Maintenance	8,402	6,522
621	Office Supplies and Expense	1,959	2,400
630	Outside Services	190,693	227,227
635	Water Testing	8,964	10,906
641	Rents	1,193	1,717
650	Transportation Expenses	9,049	6,431
657	Insurance - General Liability		
659	Insurance - Health and Life	10,349	15,509
666	Regulatory Commission Expense - Rate Case		
675	Miscellaneous Expense	100,259	88,150
403	Depreciation Expense	48,476	50,408
408	Taxes Other Than Income	53,947	56,968
408.11	Property Taxes	41,152	42,763
409	Income Tax		
	TOTAL OPERATING EXPENSES	\$ 717,746	\$ 767,193
	OPERATING INCOME/(LOSS)	\$ 182,997	\$ 164,147
	OTHER INCOME/EXPENSE		
419	Interest and Dividend Income	\$ -	\$ -
421	Non-Utility Income		1,112
426	Miscellaneous Non-Utility Expenses		
427	Interest Expense	(13,503)	(6,053)
	TOTAL OTHER INCOME/EXPENSE	\$ (13,503)	\$ (4,941)
	NET INCOME/(LOSS)	\$ 169,494	\$ 159,207

SUPPLEMENTAL FINANCIAL DATA
Long-Term Debt

	LOAN #1	LOAN #2	LOAN #3	LOAN #4
Date Issued				
Source of Loan				
ACC Decision No.				
Reason for Loan				
Dollar Amount Issued	\$	\$	\$	\$
Amount Outstanding	\$	\$	\$	\$
Date of Maturity				
Interest Rate				
Current Year Interest	\$	\$	\$	\$
Current Year Principle	\$	\$	\$	\$

Meter Deposit Balance at Test Year End	<u>\$ 31,397</u>
--	------------------

Meter Deposits Refunded During the Test Year	<u>\$ 5,032</u>
--	-----------------

COMPANY NAME

Brooke Water L.L.C.

WATER COMPANY PLANT DESCRIPTION**--WELLS--**
RIVER INTAKES

ADWR ID Number*	Pump Horsepower	Pump Yield (Gpm)	Casing Depth (Feet)	Casing Diameter (Inches)	Meter Size (inches)	Year Drilled
C150100	10/7.5	175/165	N/A	N/A	3"	N/A
C150060	10/7.5	175/165	N/A	N/A	4"	N/A
C150110	7.5/5	125 /115	N/A	N/A	2"	N/A
C150400	3/3	90/85	N/A	N/A	2"	N/A
C150580	5/5	130/130	N/A	N/A	3"	N/A
C150270	5/5	115/110	N/A	N/A	3"	N/A

- * Arizona Department of Water Resources Identification Number

OTHER WATER SOURCES

Name or Description	Capacity (gpm)	Gallons Purchased or Obtained (in thousands)
None		

BOOSTER PUMPS		FIRE HYDRANTS	
Horsepower	Quantity	Quantity Standard	Quantity Other
7.5	6	12	None
20.0	5		
25.0	5		

STORAGE TANKS		PRESSURE TANKS	
Capacity	Quantity	Capacity	Quantity
10,000/15,000	3/3	1,500	1
17,000/30,000	1/1	2,000	1
50,000/ 100,000	1/3	3,000	3
125,000/300,000	1/1	5,000	1

7,500

1

COMPANY NAME Brooke Water L.L.C.

WATER COMPANY PLANT DESCRIPTION (CONTINUED)

MAINS

Size (in inches)	Material	Length (in feet)
2	AC/PVC	2,375/2715
3	AC/PVC	4,870/1,720
4	AC/C900	52,125/4,225
5	none	
6	AC/C900	39,139/10,569
6	DIP	268
8	AC	495
8	C900	8,940

CUSTOMER METERS

Size (in inches)	Quantity
5/8 X 3/4	
3/4	
1	
1 1/2	
2	
Comp. 3	
Turbo 3	
Comp. 4	
Turbo 4	
Comp. 6	
Turbo 6	
Total	
Connections:	1,960

For the following three items, list the utility owned assets in each category.

TREATMENT EQUIPMENT:

12- Gulf pressure sand filters

7-Wallace & Turnan V-100 Chlorinators

7- Calgon-type MDS polymer make-down systems w/ 30 gallon mix tank

STRUCTURES:

OTHER:

COMPANY NAME: Brooke Water L.L.C. Moovalya Keys System 15-006

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	502	2,046,820	2,362,000
FEBRUARY	502	1,823,130	2,083,000
MARCH	502	1,727,940	2,458,000
APRIL	507	2,481,618	2,862,000
MAY	507	1,909,992	3,577,000
JUNE	507	1,460,040	1,578,000
JULY	507	3,915,760	4,306,000
AUGUST	510	3,334,475	4,093,000
SEPTEMBER	510	3,001,245	3,435,000
OCTOBER	510	2,421,650	2,853,000
NOVEMBER	510	2,483,032	2,562,000
DECEMBER	510	1,862,068	2,347,000
TOTAL		N/A	36,516,000

2846777000

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 mg/l

(If more than one well, please list each separately)

****Surface Water System****

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME: Brooke Water L.L.C. Lakeside System 15-010

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	789	2,905,510	2,953,940
FEBRUARY	794	1,847,480	2,319,380
MARCH	794	1,660,311	2,726,450
APRIL	795	2,786,163	3,144,540
MAY	805	2,369,835	3,370,520
JUNE	808	3,191,472	4,034,160
JULY	808	4,420,498	4,447,070
AUGUST	811	3,354,464	4,222,550
SEPTEMBER	803	3,930,687	3,729,240
OCTOBER	805	3,120,339	3,054,780
NOVEMBER	807	3,118,514	2,601,510
DECEMBER	810	2,006,717	2,447,220
TOTAL		N/A	38,651,360

34711990 cm

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 mg/l

(If more than one well, please list each separately)

** Surface water system**

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME: Brooke Water L.L.C. Marina Village System 15-011

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	205	656,120	733,700
FEBRUARY	206	689,290	691,900
MARCH	206	563,350	757,500
APRIL	206	735,590	875,800
MAY	206	593,210	1,149,700
JUNE	207	1,027,591	1,118,600
JULY	207	1,227,659	1,326,700
AUGUST	207	947,160	1,426,200
SEPTEMBER	207	1,258,490	958,500
OCTOBER	205	1,063,120	776,300
NOVEMBER	206	757,720	809,900
DECEMBER	207	581,415	692,700
TOTAL		N/A	11,310,500

10100715 *By the*

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 mg/l

(If more than one well, please list each separately)

****Surface water system****

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME: Brooke Water L.L.C. Parker Dam System 15-027

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	190	772,490	988,200
FEBRUARY	189	776,850	962,000
MARCH	189	757,848	1,187,600
APRIL	189	1,166,602	1,353,100
MAY	189	857,730	2,005,100
JUNE	189	1,647,870	1,987,500
JULY	189	1,929,430	2,155,800
AUGUST	189	1,408,310	2,123,000
SEPTEMBER	189	1,880,880	1,613,100
OCTOBER	189	1,023,070	1,331,400
NOVEMBER	188	1,045,480	1,112,200
DECEMBER	188	856,730	907,200
TOTAL		N/A	17,726,200

14,123,290 ^{cm}

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 _____ mg/l

(If more than one well, please list each separately)

** Surface Water System**

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME: Brooke Water L.L.C. Rio Lindo System 15-040

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	27	155,930	211,900
FEBRUARY	27	196,790	214,300
MARCH	27	181,190	278,400
APRIL	27	278,200	241,200
MAY	27	169,960	390,000
JUNE	27	375,770	387,000
JULY	27	400,950	341,000
AUGUST	27	257,210	341,100
SEPTEMBER	27	349,190	329,900
OCTOBER	27	227,460	241,100
NOVEMBER	27	214,310	231,800
DECEMBER	27	168,560	191,500
TOTAL		N/A	3,399,200

2975520 em

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes (x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes (x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 mg/l

(If more than one well, please list each separately)

Surface Water System

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME:

Brooke Water L.L.C. Holiday Harbour 15-058

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2002

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED
JANUARY	211	1,469,140	1,697,600
FEBRUARY	211	1,423,730	1,668,400
MARCH	210	1,371,070	1,942,000
APRIL	210	1,916,440	1,940,300
MAY	211	1,174,456	2,117,200
JUNE	211	1,778,114	2,275,900
JULY	213	2,309,220	2,364,100
AUGUST	217	1,797,345	2,437,200
SEPTEMBER	217	2,283,130	2,272,100
OCTOBER	217	1,719,230	1,913,400
NOVEMBER	218	1,601,490	1,821,300
DECEMBER	218	1,272,570	1,649,400
TOTAL		N/A	24,098,500

20115435 cm

Is the Water Utility located in an ADWR Active Management Area (AMA)?

() Yes

(x) No

Does the Company have An ADWR Gallons Per Capita Per Day (GPCPD) requirement?

() Yes

(x) No

If yes, provide the GPCPD amount: _____

What is the level of arsenic for each well on your system. 0.0030 mg/l

(If more than one well, please list each separately)

Surface water system

Note: If you are filing for more than one system, please provide separate data sheets for each system.

Brooke Water LLC

System name	Number of customers	Gallons Sold
Moovalya Keys System	510	28467770
Lakeside System	811	34711990
Marina Village System	207	10100715
Parker Dam System	190	14123290
Rio Lindo System	27	2975520
Holiday Harbour	218	20115935
Totals	1963	110495220

COMPANY NAME BROOKE WATER LLC

YEAR ENDING 12/31/2002

PROPERTY TAXES

Amount of actual property taxes paid during Calendar Year 2002 was: \$ 41,957.53

Attach to this annual report proof (e.g. property tax bills stamped "paid in full" or copies of cancelled checks for property tax payments) of any and all property taxes paid during the calendar year.

If no property taxes paid, explain why. _____

#5876
..... 20,576.19*+
#6113
..... 21,381.34 +
002
..... 41,957.53 *

COMPANY NAME BROOKE WATER LLC

YEAR ENDING 12/31/2002

INCOME TAXES

For this reporting period, provide the following:

Federal Taxable Income Reported	<u>159,207</u>
Estimated or Actual Federal Tax Liability	<u>0</u>

State Taxable Income Reported	<u>159,207</u>
Estimated or Actual State Tax Liability	<u>0</u>

Amount of Grossed-Up Contributions/Advances:

Amount of Contributions/Advances	<u>0</u>
Amount of Gross-Up Tax Collected	<u>0</u>
Total Grossed-Up Contributions/Advances	<u>0</u>

Decision No. 55774 states, in part, that the utility will refund any excess gross-up funds collected at the close of the tax year when tax returns are completed. Pursuant to this Decision, if gross-up tax refunds are due to any Payer or if any gross-up tax refunds have already been made, attach the following information by Payer: name and amount of contribution/advance, the amount of gross-up tax collected, the amount of refund due to each Payer, and the date the Utility expects to make or has made the refund to the Payer.

CERTIFICATION

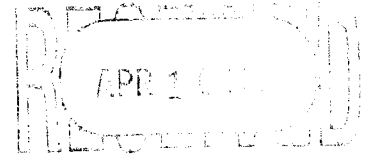
The undersigned hereby certifies that the Utility has refunded to Payers all gross-up tax refunds reported in the prior year's annual report. This certification is to be signed by the President or Chief Executive Officer, if a corporation; the managing general partner, if a partnership; the managing member, if a limited liability company or the sole proprietor, if a sole proprietorship.



SIGNATURE

DATEROBERT T. HARDCASTLE
PRINTED NAMEMANAGING MEMBER
TITLE

**VERIFICATION
AND
SWORN STATEMENT
Intrastate Revenues Only**



VERIFICATION

STATE OF CALIFORNIA

I, THE UNDERSIGNED
OF THE

COUNTY OF (COUNTY NAME)	KERN
NAME (OWNER OR OFFICIAL) TITLE	ROBERT T. HARDCASTLE MANAGING MEMBER
COMPANY NAME	BROOKE WATER LLC

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

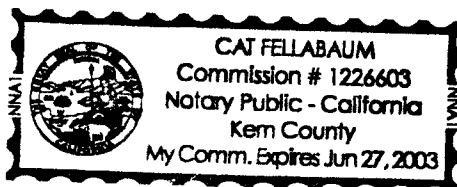
FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2002

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2002 WAS:



Arizona IntraState Gross Operating Revenues Only (\$)

\$ 931,340

(THE AMOUNT IN BOX ABOVE
INCLUDES \$ 56,968
IN SALES TAXES BILLED, OR COLLECTED

****REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED OR COLLECTED. IF FOR ANY OTHER REASON, THE REVENUE REPORTED ABOVE DOES NOT AGREE WITH TOTAL OPERATING REVENUES ELSEWHERE REPORTED, ATTACH THOSE STATEMENTS THAT RECONCILE THE DIFFERENCE. (EXPLAIN IN DETAIL)**

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

10th

DAY OF

(SEAL)

MY COMMISSION EXPIRES

6-27-03

SIGNATURE OF OWNER OR OFFICIAL

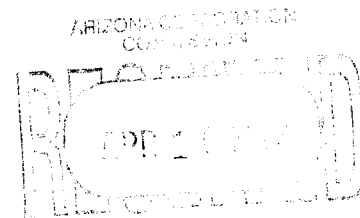
(661) 633-7526

TELEPHONE NUMBER

COUNTY NAME	KERN
MONTH	APRIL
YEAR	20 03

SIGNATURE OF NOTARY PUBLIC

**VERIFICATION
AND
SWORN STATEMENT
RESIDENTIAL REVENUE
INTRASTATE REVENUES ONLY**



VERIFICATION

STATE OF CALIFORNIA

I, THE UNDERSIGNED

OF THE

(COUNTY NAME) KERN	
NAME (OWNER OR OFFICIAL) ROBERT T. HARDCASTLE	TITLE MANAGING MEMBER
COMPANY NAME BROOKE WATER LLC	

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

MONTH	DAY	YEAR
12	31	2002

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

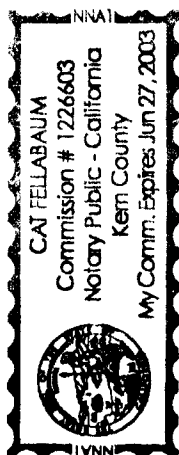
IN ACCORDANCE WITH THE REQUIREMENTS OF TITLE 40, ARTICLE 8, SECTION 40-401.01, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS RECEIVED FROM RESIDENTIAL CUSTOMERS DURING CALENDAR YEAR 2002 WAS:

ARIZONA INTRASTATE GROSS OPERATING REVENUES \$ 754,910

(THE AMOUNT IN BOX AT LEFT
INCLUDES \$ 47,420
IN SALES TAXES BILLED, OR COLLECTED

*RESIDENTIAL REVENUE REPORTED ON THIS PAGE
MUST INCLUDE SALES TAXES BILLED.

SIGNATURE OF OWNER OR OFFICIAL



SUBSCRIBED AND SWORN TO BEFORE ME
A NOTARY PUBLIC IN AND FOR THE COUNTY OF
THIS 10TH DAY OF

(SEAL)

MY COMMISSION EXPIRES 6-27-03 X
SIGNATURE OF NOTARY PUBLIC

NOTARY PUBLIC NAME CAT FELLABAUM	
COUNTY NAME KERN	
MONTH APRIL	YEAR 2003



Brooke Water, L.L.C.
P.O. Box 82218
Bakersfield, CA 93380-2218

BANK OF AMERICA
1440 TRUXTON AVENUE
BAKERSFIELD, CA 93301

05876

16-66
1220

CHECK NO.

***** Twenty Thousand Five Hundred Seventy-Six and 19/100 *****

DATE

AMOUNT

Mar 27 02

\$20,576.19

LAPAZ COUNTY TREASURER
1112 JOSHUA STREET #203

PARKER, AZ. 85344

911-32-701/702/709

[Signature]

⑈005876⑈ ⑆122000661⑆ 14764⑈01495⑈

⑈0002057619⑈

PAY
TO THE
ORDER
OF

THIS CHECK CANNOT BE DEPOSITED INTO A CHECKING ACCOUNT

04/02/02
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APR - 1 02

BANK OF AMERICA, NA TPE
⑈122101706⑈ E3616 90 P14
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3150674670

6092 55792

BANK OF AMERICA
252451619

04-01-02

ELLEN SOLPEL
LAPAZ COUNTY
TREASURER



Brooke Water, L.L.C.
P.O. Box 82218
Bakersfield, CA 93380-2218

BANK OF AMERICA
1440 TRUXTON AVENUE
BAKERSFIELD, CA 93301

06113

16-66
1220

CHECK NO.

***** Twenty-One Thousand Three Hundred Eighty-One and 34/100 *****

DATE

Oct 15 02

AMOUNT

\$21,381.34

LAPAZ COUNTY TREASURER
1112 JOSHUA STREET #203

PARKER, AZ. 85344

PAY
TO THE
ORDER
OF

911-32-701/702/709

⑈006113⑈ ⑆122000661⑆ 14764⑈01495⑈

⑈0002138134⑈

10/22/02 LA,CA
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BANK OF AMERICA, N.A. TPE
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10/21/02

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